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Sarasota
Kevin L. Edwards
kedwards@becker-poliakoff.com

April 5, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ***Amended and Restated Articles of Incorporation/ Deep Creek Gardens Condominium Association, Inc.***

Dear Sir/Madam:

Enclosed please find a check payable to the Florida Secretary of State totaling $35.00 together with the original Amended and Restated Articles of Incorporation of Deep Creek Gardens Condominium Association, Inc.

Please file and return a copy to my attention at your convenience.

Very truly yours,

Kevin L. Edwards/do

Kevin L. Edwards
For the Firm

KLE/do
Enclosure

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THIS INSTRUMENT PREPARED BY
AND RETURN TO:
KEVIN L. EDWARDS, ESQ.
BECKER & POLIAKOFF, P.A.
630 S. ORANGE AVENUE
SARASOTA, FL 34236

FILED

04 APR -8 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF DEEP CREEK GARDENS CONDOMINIUM ASSOCIATION, INC.

WHEREAS, the original Articles of Incorporation of DEEP CREEK GARDENS CONDOMINIUM ASSOCIATION, INC. were filed with the Florida Department of State on June 27, 1986, and

WHEREAS, the Articles have been amended from time to time as reflected by instruments filed with the Secretary of State, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles which amendments were duly approved by not less than a majority of the entire membership of the Association; and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of DEEP CREEK GARDENS CONDOMINIUM ASSOCIATION, INC.

Substantial Rewrite of the Articles of Incorporation. See original Articles and prior amendments for current text.

ARTICLE I
NAME OF CORPORATION AND PRINCIPAL ADDRESS

The name of this corporation is DEEP CREEK GARDENS CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as Association. The principal office of said corporation is located at 25100 Sandhill Boulevard, Punta Gorda, Florida 33983. The Directors of the Association may change the location of the principal office of said Association from time to time.

ARTICLE II
PURPOSES

PURPOSES: This corporation shall operate and manage the affairs and property of the condominium known as DEEP CREEK GARDENS, A CONDOMINIUM, located in Charlotte County, Florida, and to perform all acts provided in the Declaration of Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes.

ARTICLE III
POWERS

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium, as amended from time to time, except as may be limited or otherwise provided by these Articles.

ARTICLE IV
MEMBERS

All persons owning a vested present interest in the fee title to any of the condominium units of the Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Charlotte County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the Association, or its designee, as provided in said Declaration of Condominium.

After the Association approves of a conveyance of a condominium unit as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of the deed or other instrument of conveyance.

ARTICLE V
VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be 630 South Orange Avenue, Sarasota, Florida 34236 and the registered agent at such address will be Becker & Poliakoff, P.A. The Board may change the registered office and registered agent from time to time as permitted by law.

ARTICLE VII
EXISTENCE

TERM OF EXISTENCE: The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

ARTICLE VIII
BOARD OF DIRECTORS

OFFICERS AND DIRECTORS: The affairs of this corporation shall be managed by a governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws.

ARTICLE IX
BYLAWS

BY-LAWS: The By-Laws of this corporation may be amended, altered or rescinded in the manner provided in such Bylaws.

ARTICLE X
AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation. Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.

(B) An amendment may be proposed either by the Board of Directors or by not less than twenty (20%) percent of the voting interest of the Association.

(C) Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the members present and voting at a meeting at which a quorum has been obtained. Alternatively, amendments may be approved by a majority of the entire membership, in writing, in lieu of a meeting.

(D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Charlotte County, Florida.

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

B. Expenses. To the extent that a director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article XI(A) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XI, or as otherwise permitted by law.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article XI to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified by the Board of Directors.

DEEP CREEK GARDENS CONDOMINIUM ASSOCIATION, INC.

Witness Signature

BY: _____, PRESIDENT

Johanna L. Finn
Printed Name

Witness Signature

BY: _____
NINA M. PUOPOLO, SECRETARY

ANNA E. Hudson
Printed Name

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 15th day of April, 2004 by _____, President and _____, as Secretary of DEEP CREEK GARDENS CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or who have produced _____ as identification. If no type of identification is indicated, the above-named persons are personally known to me.

OFFICIAL NOTARY SEAL
EILEEN INGELS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD056978
MY COMMISSION EXP. OCT. 2,2005

Notary Public
State of Florida
My Commission Expires_____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept services of process for DEEP CREEK GARDENS CONDOMINIUM Association, Inc. at the place designated in these Articles of Incorporation, Kevin L. Edwards , Esquire c/o Becker & Poliakoff. P.A., accepts the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

Kevin L. Edwards, Attorney/Agent

91610_1.DOC
03/25/04

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DEEP CREEK GARDENS CONDOMINIUM ASSOCIATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment(s) adopted: Amended and Restated Articles of Incorporation of Deep Creek Gardens Condominium Association, Inc.

SECOND: The date of adoption of the amendment(s) was: March 9, 2004.

THIRD: Adoption of Amendment (Check One)

X The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

_____ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

Dated: 3-31-04, 2004.

DEEP CREEK GARDENS CONDOMINIUM ASSOCIATION, INC.

Michael Rao
(Chairman, Vice-Chairman, President or other officer)

Michael Rao
Typed or printed name

President
Title

Fee: $35.00 payable "Department of State"